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**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

**AMENDMENT AND RATIFICATION TO OIL, GAS, AND MINERAL LEASE**

Reference is hereby made to that certain Oil, Gas and Mineral Lease (hereinafter referred to as "the Lease") dated the 22nd of February, 2007, by and between Galin Gay Cox Mathis, as Lessor, and Western Production Company, as Lessee, whose address is 801 Cherry Street, Suite 3850, Unit 39, Fort Worth, TX 76114, which Lease is recorded as Document No. D207074256 of the Official Public Records of Tarrant County, Texas.

**WHEREAS**, Western Production Company conveyed the Lease to Chesapeake Exploration, L.L.C. by Conveyance recorded as Document No. D208022001 of the Official Public Records of Tarrant County, Texas; and

**WHEREAS**, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

**WHEREAS**, the aforementioned Assignees and Grantees are collectively referred to as "Assignee."

**WHEREAS**, the Leased Premises described in the Oil, Gas and Mineral Lease reads as follows:

0.16 acres of land, more or less, being Lot(s) 8, Block 7, of the Rockwood Terrace, an addition to the City of River Oaks, as shown in the map or plat thereof recorded in Volume, Page, Plat Records of Tarrant County, Texas. This Lease covers all of the land described above, and in addition it also covers accretions and any small strips or parcels of land, or any vacancies or excess acreage, now or hereafter owned by Lessor, or which are contiguous or adjacent to the above-described land.

**WHEREAS**, it is the desire of the said Lessor and Assignees to amend the description of the Lease.

**NOW THEREFORE**, the undersigned do hereby delete the description of said lease as described above and in its place insert the following:

0.16 acres of land, more or less, out of the S.M. Hagerty Survey, Abstract No. 655, Tarrant County, Texas, being Lot 8, Block 7, Rockwood Terrace Addition, First Filing, an addition to the City of River Oaks, Tarrant County, Texas, according to Plat and Dedication dated September 23, 1941, recorded in Volume 388-B, Page 164, Deed Records, Tarrant County, Texas.

**FURTHERMORE**, Lessor does hereby grant, demise, lease and let unto Assignees the acreage described above, as corrected, subject to and in accordance with all of the terms and provisions of the Lease.

**FURTHERMORE**, in consideration of the premises and ten and no/100 dollars (\$10.00) and other valuable consideration which is hereby acknowledged and confessed, the legal spouse of the Lessor, William Marvin Mathis, does hereby ratify and confirm said Lease in all of its terms and provisions, and as hereby corrected does hereby lease, grant, demise and let said land and premises unto the Assignees subject to and in accordance with all of the terms and provisions of said Lease, as subsequently amended or corrected.

And the legal spouse of the Lessor, William Marvin Mathis, does hereby agree and declare that said Lease in all of its terms and provisions are binding on him and it is a valid and subsisting Oil, Gas and Mineral Lease.

It is understood and agreed by all parties hereto that in all other respects, the Subject Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm the Subject Lease as hereby corrected.

This instrument shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

To facilitate execution, this instrument may be executed in as many counterparts as may be convenient or required. It shall not be necessary that the signature of all persons required to bind any party appear on each counterpart. All counterparts shall collectively constitute a single instrument. It shall not be necessary in making proof of this instrument to produce or account for more than a single counterpart containing the respective signatures of, or on behalf of, each of the parties hereto. Any signature page to any counterpart may be detached from such counterpart without impairing the legal effect of the signatures thereon and thereafter attached to another counterpart identical thereto except having attached to it additional signature pages.

IN WITNESS WHEREOF, this instrument is executed this 10 day of August, 2010, but for all purposes to be effective as of the date of the Lease as set forth above 22nd day of February 2007.

**LESSOR:**

**Galin Gay Cox Mathis**

Galin Gay Cox Mathis  
Galin Gay Cox Mathis

**William Marvin Mathis**

William Marvin Mathis  
William Marvin Mathis

**ASSIGNEE:**

**CHESAPEAKE EXPLORATION, L.L.C.**  
**an Oklahoma Limited Liability Company**

By:

Henry J. Hood, Senior Vice President -  
Land and Legal & General Counsel

**TOTAL E&P USA, INC., a Delaware corporation**

By:

Eric Bonnin  
Vice President, Business Development & Strategy

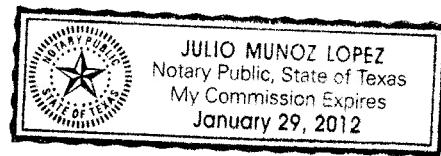
*Acknowledgments*

**STATE OF TEXAS**

**COUNTY OF TARRANT**

This instrument was acknowledged before me on 10 day of August, 2010,  
by Calin Gay Cox Mathis.

Notary Public State of Texas

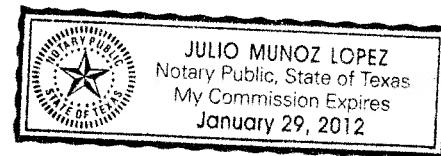


**STATE OF TEXAS**

**COUNTY OF TARRANT**

This instrument was acknowledged before me on 10 day of August, 2010,  
by William Marvin Mathis.

Notary Public State of Texas



**STATE OF OKLAHOMA**

§  
§  
§

**COUNTY OF OKLAHOMA**

This instrument was acknowledged before me on this 16th day of September, 2010, by Henry J. Hood, as the Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

Given under my hand and seal the day and year last above written.

Notary Public, State of Oklahoma

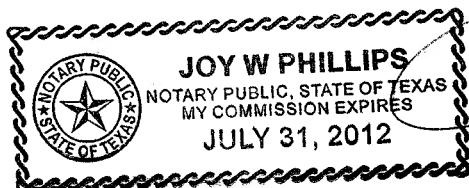
Notary's name (printed):

Notary's commission expires:



STATE OF TEXAS )  
COUNTY OF HARRIS )

September, 2010, by Eric Bonnin, Vice President, Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

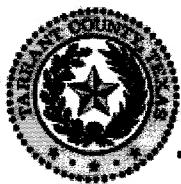


Notary Public in and for the State of Texas

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Amendment and Ratification  
Mathis

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE RESOURCES  
500 TAYLOR STREET 600  
ANNEX BLDG  
FTW, TX 76102

Submitter: DALE RESOURCES LLC

**DO NOT DESTROY**  
**WARNING - THIS IS PART OF THE OFFICIAL RECORD.**

Filed For Registration: 10/13/2010 12:25  
PM

Instrument #: D210253006

A 5 PGS \$28.00

By: Suzanne Henderson

D210253006

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY  
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: DBWARD